AMENDMENT

Subject matter to be added is in bold and underlined. Subject matter to be deleted is in bold and strikethrough.

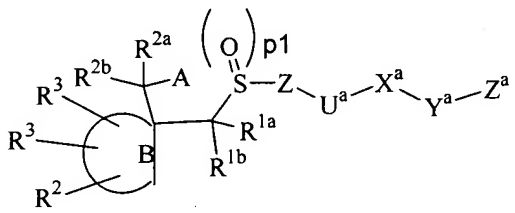
In the Claims:

Please cancel claims 8-10 and 19-26 without waiver or prejudice.

Please enter rewritten claims 1-4 and new claims 27-31 as provided below.

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-COR^5$, $-CO_2H$, CH_2CO_2H, $-CO_2R^6$, -CONHOH, $-CONHOR^5$, $-CONHOR^6$, -N(OH)CHO, $-N(OH)COR^5$, -SH, $-CH_2SH$, $-SONHR^a$, $-SN_2H_2R^a$, $-PO(OH)_2$, and $-PO(OH)NHR^a$;

ring B is a 5-6 membered heterocyclic ring consisting of: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and from 0-2 ring heteroatoms selected from O, N, NR^2, and $S(O)_p$, provided that ring B contains other than a S-S, O-O, or S-O bond and provided that N-R^2 forms other than an N-O, N-N, or N-S bond;

Z is phenyl substituted with ~~0-5~~ **0-4** R^b;

U^a is ~~absent or is selected from~~: O~~, NR^{a1}, C(O), $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, and $NR^{a1}S(O)_p$~~;

X^a is absent or selected from C_{1-10} alkylene, C_{2-10} alkenylene, and C_{2-10} alkynylene;

Y^a is absent or selected from O, NR^{a1}, $S(O)_p$, and C(O);

Z^a is ~~a 9-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and~~ **quinolinyl** substituted with 0-5 R^c;

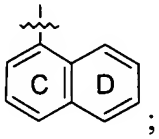
provided that Z, U^a, Y^a, and Z^a do not combine to form a ~~N-N, N-O,~~ O-N, O-O, ~~$S(O)_p$-O,~~ **or** O-$S(O)_p$ ~~or $S(O)_p$-$S(O)_p$~~ group;

R^{1a} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

R^{1b} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

alternatively, R^{1a} and R^{1b} combine to form a 3-6 membered ring consisting of: carbon atoms and 0-1 heteroatoms selected from O, S, S(O), $S(O)_2$, and NR^a;

provided that when R^{1a} and R^{1b} are hydrogen and ring B is a heterocycle, then Z^a is the following:



;

ring C is phenyl or pyridyl and is substituted with 0-2 R^c;

ring D is selected from phenyl, pyridyl, pyridazinyl, pyrimidyl, and pyrazinyl, and is substituted with 0-3 R^c;

R^2 is selected from Q, C_{1-10} alkylene-Q substituted with 0-3 R^{b1}, C_{2-10} alkenylene-Q substituted with 0-3 R^{b1}, C_{2-10} alkynylene-Q substituted with 0-3 R^{b1}, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aSO_2(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}NR^aSO_2NR^a(CR^aR^{a1})_r$-Q;

R^{2a} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

R^{2b} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

alternatively, R^{2a} and R^{2b} combine to form a 3-6 membered ring consisting of: carbon atoms and 0-1 heteroatoms selected from O, S, S(O), $S(O)_2$, and NR^a;

Q is selected from H, a C_{3-13} carbocyclic residue substituted with 0-5 R^d and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^d;

R^3, at each occurrence, is selected from Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1, $(CR^aR^{a1})_{r1}O(CH_2)_r$-$Q^1$, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1}{}_2)_{r1}S(O)_p(CR^aR^{a1})_r$-$Q^1$, and $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-$Q^1$;

alternatively, when two R^3's are attached to the same carbon atom, they combine to form a 3-8 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d;

Q^1 is selected from H, phenyl substituted with 0-3 R^d, naphthyl substituted with 0-3 R^d and a 5-10 membered heteroaryl consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$,

$OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, and CF_2CF_3;

R^{b1}, at each occurrence, is independently selected from OR^a, Cl, F, Br, I, =O, -CN, NO_2, and NR^aR^{a1};

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, CF_2CF_3, C_{3-10} carbocyclic residue and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, CF_2CF_3, C_{3-10} carbocyclic residue and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^5, at each occurrence, is selected from C_{1-10} alkyl substituted with 0-2 R^b, and C_{1-8} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

R^6, at each occurrence, is selected from phenyl, naphthyl, C_{1-10} alkyl-phenyl-C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, C_{1-6}

alkoxycarbonyloxy-C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-C_{1-3} alkyl-, phenylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxy-C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, [5-(C_1-C_5 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C_{1-10} alkyl-NR^7R^{7a}, -$CH(R^8)OC(=O)R^9$, and -$CH(R^8)OC(=O)OR^9$;

R^7 is selected from H and C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^{7a} is selected from H and C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^8 is selected from H and C_{1-4} linear alkyl;

R^9 is selected from H, C_{1-8} alkyl substituted with 1-2 R^f, C_{3-8} cycloalkyl substituted with 1-2 R^f, and phenyl substituted with 0-2 R^b;

R^f, at each occurrence, is selected from C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-5} alkoxy, and phenyl substituted with 0-2 R^b;

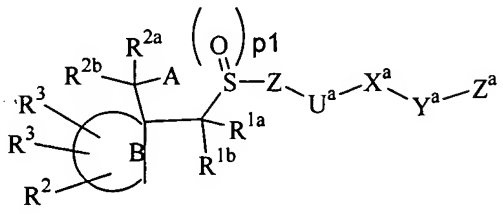
p, at each occurrence, is selected from 0, 1, and 2;

p1 is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

2. (Currently amended) A compound according to Claim 1, wherein the compound is of formula II:



II

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, CH_2CO_2H, -CONHOH, $-CONHOR^5$, $-CONHOR^6$, $-N(OH)CHO$, $-N(OH)COR^5$, -SH, and $-CH_2SH$;

ring B is a 5-6 membered heterocyclic ring consisting of: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and from 0-2 ring heteroatoms selected from O, N, and NR^2, provided that ring B contains other than an O-O bond and provided that N-R^2 forms other than an N-O, N-N, or N-S bond;

~~**Z is phenyl substituted with 0-4 R^b;**~~

~~**U^a is absent or is selected from: O, NR^{a1}, C(O), $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, and $S(O)_pNR^{a1}$;**~~

X^a is absent or selected from C_{1-4} alkylene and C_{2-4} alkynylene;

Y^a is absent or selected from O and NR^{a1};

~~Z^a is a 9-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^e;~~

provided that Z, U^a, Y^a, and Z^a do not combine to form a ~~N-N, N-O,~~ O-N~~,~~ **or** O-O~~,~~ ~~$S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$~~ group;

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-Q;

Q is selected from H, a C_{3-6} carbocyclic residue substituted with 0-5 R^d, and a 5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3, C_{3-6} carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3, C_{3-6} carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^5, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^b, and C_{1-4} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

R^6, at each occurrence, is selected from phenyl, naphthyl, C_{1-10} alkyl-phenyl-C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxycarbonyloxy-C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-C_{1-3} alkyl-, phenylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxy-C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, [5-(C_1-C_5 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl,

[5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C_{1-10} alkyl-NR^7R^{7a}, -$CH(R^8)OC(=O)R^9$, and -$CH(R^8)OC(=O)OR^9$;

R^7 is selected from H and C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^{7a} is selected from H and C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^8 is selected from H and C_{1-4} linear alkyl;

R^9 is selected from H, C_{1-6} alkyl substituted with 1-2 R^f, C_{3-6} cycloalkyl substituted with 1-2 R^f, and phenyl substituted with 0-2 R^b;

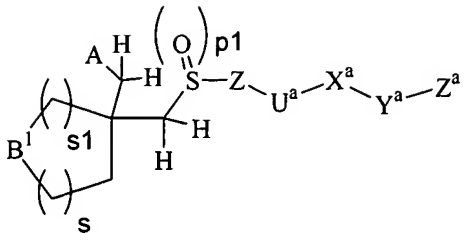
R^f, at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{1-5} alkoxy, and phenyl substituted with 0-2 R^b;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

3. (Currently amended) A compound according to Claim 2, wherein the compound is of formula III:



III

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, CH_2CO_2H, -CONHOH, $-CONHOR^5$, -N(OH)CHO, and $-N(OH)COR^5$;

B^1 is NR^2 or O;

Z is phenyl substituted with 0-3 R^b;

~~U^a is absent or is selected from: O, NR^{a1}, C(O), $C(O)NR^{a1}$, $S(O)_p$, and $S(O)_pNR^{a1}$;~~

X^a is absent or selected from C_{1-2} alkylene and C_{2-4} alkynylene;

~~Y^a is absent or selected from O and NR^{a1};~~

~~Z^a is a 9-10 membered heteroaryl comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^e;~~

~~provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;~~

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a2})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a2})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, a C_{3-6} carbocyclic residue substituted with 0-3 R^d and a 5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-4} alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3 and phenyl;

R^5, at each occurrence, is selected from C_{1-4} alkyl substituted with 0-2 R^b, and C_{1-4} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

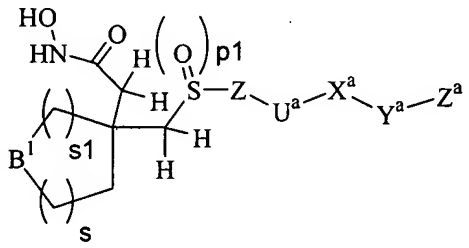
p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

s and s1 combine to total 1, 2, 3, or 4.

4. (Currently amended) A compound according to Claim 3, wherein the compound is of formula IV:



IV

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

Z is phenyl substituted with 0-3 R^b;

~~U^a is absent or is O;~~

X^a is absent or is selected from CH_2, CH_2CH_2, and C_{2-4} alkynylene;

Y^a is absent or is O;

Z^a is quinolinyl substituted with 0-3 R^c;

provided that Z, U^a, Y^a, and Z^a do not combine to form a ~~N-N, N-O, O-N, or~~ O-O group;

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $C(O)(CR^aR^{a1})_r$-Q, $C(O)O(CR^aR^{a1})_r$-Q, $C(O)NR^a(CR^aR^{a1})_r$-Q, and $S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, cyclopropyl substituted with 0-1 R^d, cyclobutyl substituted with 0-1 R^d, cyclopentyl substituted with 0-1 R^d, cyclohexyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d and a heteroaryl substituted with 0-3 R^d, wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R^a, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^{a1}, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^{a2}, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^b, at each occurrence, is independently selected from C_{1-4} alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3 and phenyl;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3; and,

s and s1 combine to total 2, 3, or 4.

5. (Previously presented) A compound according to Claim 1, wherein the compound is selected from the group:

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-methyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-[2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-1-(3-pyridinyl)-2-pyrrolidinyl}acetamide;

2-{1-acetyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}-*N*-hydroxyacetamide;

N-hydroxy-2-{3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-1-neopentyl-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-4-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-4-piperidinyl}acetamide;

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]tetrahydro-2-furanyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-oxopyrrolidinyl}acetamide;

N-hydroxy-2-[5-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide;

N-hydroxy-2-[5-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide; and,

N-hydroxy-2-{4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]tetrahydro-2*H*-pyran-4-yl}acetamide;

or a pharmaceutically acceptable salt form thereof.

6. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

7. (Original) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

8-10. (Canceled).

11. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

12. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

13. (Previously presented) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

14. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

15. (Previously presented) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

16. (Previously presented) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

17. (Previously presented) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

18. (Previously presented) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

19-26. (Canceled).

27. (New) A method of treating a disease or condition in a patient, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from acute infection, acute phase response, allergic asthma, anorexia, asthma, autoimmune disease, cachexia, cardiovascular effects, coagulation, fever, gingivitis, graft versus host disease, hemorrhage, multiple sclerosis, neovascular glaucoma, osteoarthritis, periodontitis,

psoriasis, psoriatic arthritis, rheumatic fever, rheumatoid arthritis, shock, and solid tumor growth and tumor invasion by secondary metastases.

28. (New) A method of treating a disease or condition in a patient, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from acute infection, acute phase response, allergic asthma, anorexia, asthma, autoimmune disease, cachexia, cardiovascular effects, coagulation, fever, gingivitis, graft versus host disease, hemorrhage, multiple sclerosis, neovascular glaucoma, osteoarthritis, periodontitis, psoriasis, psoriatic arthritis, rheumatic fever, rheumatoid arthritis, shock, and solid tumor growth and tumor invasion by secondary metastases.

29. (New) A method of treating a disease or condition in a patient, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from acute infection, acute phase response, allergic asthma, anorexia, asthma, autoimmune disease, cachexia, cardiovascular effects, coagulation, fever, gingivitis, graft versus host disease, hemorrhage, multiple sclerosis, neovascular glaucoma, osteoarthritis, periodontitis, psoriasis, psoriatic arthritis, rheumatic fever, rheumatoid arthritis, shock, and solid tumor growth and tumor invasion by secondary metastases.

30. (New) A method of treating a disease or condition in a patient, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from acute infection, acute phase response, allergic asthma, anorexia, asthma, autoimmune disease, cachexia, cardiovascular effects, coagulation, fever, gingivitis, graft versus host disease, hemorrhage, multiple sclerosis, neovascular glaucoma, osteoarthritis, periodontitis,

psoriasis, psoriatic arthritis, rheumatic fever, rheumatoid arthritis, shock, and solid tumor growth and tumor invasion by secondary metastases.

31. (New) A method of treating a disease or condition in a patient, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof, wherein the disease or condition is selected from acute infection, acute phase response, allergic asthma, anorexia, asthma, autoimmune disease, cachexia, cardiovascular effects, coagulation, fever, gingivitis, graft versus host disease, hemorrhage, multiple sclerosis, neovascular glaucoma, osteoarthritis, periodontitis, psoriasis, psoriatic arthritis, rheumatic fever, rheumatoid arthritis, shock, and solid tumor growth and tumor invasion by secondary metastases.